

Hearing Date and Time: August 18, 2010 at 10:00 a.m.

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

CHAPTER 11

CASE No. 08-13555 (JMP)

(Jointly Administered)

**WITHDRAWAL OF OBJECTION OF U.S. BANK NATIONAL ASSOCIATION AS TRUSTEE TO THE
MOTION OF LEHMAN BROTHERS HOLDINGS INC. AND LEHMAN COMMERCIAL PAPER INC.
PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE TO AMEND THE RACERS
TRANSACTION DOCUMENTS AND TERMINATE CERTAIN RACERS TRANSACTION DOCUMENTS**

PLEASE TAKE NOTICE that U.S. Bank National Association, not individually but as Indenture Trustee and/or Owner Trustee in connection with two related transactions (“*U.S. Bank*”) by and through its counsel, Chapman and Cutler LLP, hereby withdraws its objection (the “*Objection*”) [Docket No. 10706] to the Motion of Lehman Brothers Holdings Inc.

and Lehman Commercial Paper Inc. Pursuant to Section 363 of the Bankruptcy Code to Amend the RACERs Transaction Documents and Terminate Certain RACERs Transaction Documents (the “*Motion*”) [Docket No. 10464].

Since filing the Objection on August 11, 2010, counsel for U.S. Bank has engaged in numerous discussions with counsel for the Debtors’ estates to resolve the issues raised in the Objection. Pursuant to these discussions, the parties have reached an agreement and arrived at language contained in the revised Order being submitted by the Debtors that resolves all of the issues raised by U.S. Bank in its Objection. As a result, to the extent that such revised Order is entered by the Court, U.S. Bank hereby withdraws its Objection to the Motion.

August 17, 2010

Respectfully submitted,

U.S. BANK NATIONAL ASSOCIATION, not
individually but as Trustee

By: /s/ Franklin H. Top III
One of Its Attorneys

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